



# ALABAMA CANINE COALITION, INC.



**YOUR DOG  
YOUR RIGHTS**

## BY-LAWS OF ALABAMA CANINE COALITION, INC.

### ARTICLE 1: MEMBERS

**1.1 MEMBERS** All prospective applicants for membership shall apply to the Board of Directors for membership and shall agree to abide by the Articles of Incorporation of the Alabama Canine Coalition, Inc. The applications for individuals shall contain applicant's name, address, and phone number and any other information deemed necessary by the Board. The application for organization shall state the name of the organization, the number of members, names and addresses of its corresponding secretary delegate and alternate delegate(s) and any other information deemed necessary by the Board. Accompanying the application shall be the dues payment for the current year. Dues received during the last two months of the fiscal year will be applied in full to the immediate following fiscal year. All applications must be filed with the Secretary and approved by the Board of Directors prior to approval for membership.

Each Delegate member shall designate one delegate and two alternate delegates to represent the Delegate member. The delegates and alternates must be duly accredited representatives of such member organizations at all times. The Secretary of the Alabama Canine Coalition, Inc. must be notified in writing of any change in status. A delegate or alternate delegate may represent only one organization.

**1.2 GENERAL MEMBERSHIP REQUIREMENTS** Members are urged to attend meetings and participate in organization activities. members shall conduct themselves according to the stated goals and mission of the organization. members are encouraged to submit articles to any newsletter published by the organization for publication, and the Board of Directors shall appoint official spokespersons as needed and no member shall make any official position statement for the Association whatsoever without Board approval.

**1.3 RESTRICTIONS CONCERNING MEMBERSHIPS** No person employed by or receiving remuneration from an animal rights organization shall be eligible to become a member of the Alabama Canine Coalition, Inc. No person who is a proponent of any philosophy or political or legislative position detrimental to the rights of responsible animal ownership as determined by the Board of Directors of the Alabama Canine Coalition, Inc. shall be a member of the Alabama Canine Coalition, Inc.

**1.4 MEMBER DUES** Annual membership dues, in an amount determined annually by the Board of Directors and not to exceed \$200.00 per year per organization, shall be payable on or before the first day of January of each year. During the month of October, the Treasurer shall send to each member a statement of the dues for the coming year. A member may appeal to the Board of Directors for a reduction in dues due to loss of revenue or other extenuating circumstances. The Board of Directors may, in its sole discretion, reduce dues for the current year.

*Annual membership dues shall be as follows until unless and until changed by the Board of Directors as set forth below:*

- I-A: Delegate Member (less than 50).....\$30.00
- I-B: Delegate Member (more than 50) .....\$60.00
- II: Individual Members.....\$15.00
- III: Sponsor Members .....\$100.00

*No member may vote whose dues are not paid for the current year.*

**1.5 TERMINATION OF MEMBERS** Memberships may be terminated as follows:

BY RESIGNATION. Any member in good standing may resign from the Alabama Canine Coalition, Inc. effective upon written notice to the Secretary. No member may resign until all dues have been brought current. All dues are considered due and owing on the first day of each fiscal year.

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BY LAPSE. A membership will be considered automatically terminated if a member's dues remain unpaid for a 60 day period beginning the first day of the fiscal year. The Board of Directors may in its sole discretion grant an additional 60 day grace period for payment in certain cases. In no case, may a member be entitled to vote at any Alabama Canine Coalition, Inc. meeting if dues are unpaid at that meeting. BY EXPULSION. A member may be terminated by the Board of Directors, with or without cause.

**1.6 MEETINGS** Meetings of the members of the Alabama Canine Coalition, Inc. shall be held semiannually within the State of Alabama. The first meeting will be held in April and the annual meeting will be held in October at a time and place to be designated by the Board of Directors. Written notice of each meeting shall be mailed by the Secretary at least 60 days prior to the date of the meeting to all members in good standing on such date. The quorum for such meeting shall be 20% of the members in good standing.

**1.7 ANNUAL MEETING** The Annual Meeting of the members shall be held in the month of October of each year on a date to be determined by the Board of Directors. The directors and officers for the ensuing year shall be elected by members at the annual meeting. The newly elected directors and officers shall take office immediately upon the conclusion of the election. Each retiring officer or director shall turn over to the successor in office all properties and records pertaining to that office within 30 days after the election.

**1.8 SPECIAL MEETINGS** Special meetings of the members of the Alabama Canine Coalition, Inc. may be called by the President or by a majority vote of the members of the Board of Directors or by the Secretary upon receipt of a petition signed by at least five members in good standing. Special meetings may be conducted either in person or by telephone or by electronic means. Written notice of such meeting shall be mailed by Secretary at least 15 days prior to the date of the meeting to all members in good standing on such date. Said notice shall state the purpose of the meeting, the date of the meeting. The quorum for special meetings shall be 20% of the members in good standing.

**1.9 SPECIAL PROVISION FOR INSUFFICIENT RESPONSE** While it is hoped all members participate in the voting process, if any proposed vote is of such importance to the operation of the Alabama Canine Coalition, Inc. that its ability to function efficiently or continue would be impaired should action not be taken, the Board of Directors may elect, at their discretion, to submit said business to a vote pursuant as follows: In the event an insufficient response is received to constitute a quorum, the Board of Directors may elect, at their discretion, to submit the business to those members attending the next meeting of the Alabama Canine Coalition, Inc., said business to be put to a vote, simple majority shall be required.

**1.10 NOTICE OF MEETINGS** Written notice of the place, date, and time of all meetings of the stockholders shall be given not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to each stockholder entitled to vote at such meeting, except as otherwise provided herein or required by law (meaning, here and hereinafter, as required from time to time by the Articles of Incorporation). Business transacted at all special meetings shall be confined to the purposes stated in the notice.

When a meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

**1.11 QUORUM** At any meeting of the members, of a majority of all of the members entitled to vote at the meeting, present in person, shall constitute a quorum for all purposes.

**1.12 NOMINATIONS** No person may be a candidate for election as a director and/or officer unless nominated by the nominating committee selected by the Board of Directors. The nominating committee shall consist of three members, not more than one of whom shall be a member of the Board. The President shall not be a member of the nominating committee.

The nominating committee shall nominate one candidate for each office and five Directors-at-large, all of whom shall be delegates or alternates from members in good standing, or individual members in good standing, and who shall agree to accept such nominations. No person may be a candidate for more than one office.

The nominating committee's report shall be made to the Secretary in writing no later than June 15. The Secretary shall immediately notify the nominees of their selection. The Secretary shall mail a list of nominees to the member by no later than July 1, of each year. Additional nominations for officers and/or directors may be made by a petition that signed by at least five members in good standing.

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The petition must be signed by these nominees(s) indicating their willingness to serve and such petition must be received by the Secretary no later than August 1. Upon receipt of the nominating committee's report and any petitions, the Secretary shall prepare an official ballot listing all the nominees for each office in alphabetical order and such ballot shall be mailed to all members by August 15.

The nominated candidate receiving the greatest number of votes for each office shall be elected. The five nominated candidates for each Director-at-large on the Board who received the greatest number of votes for such positions shall be elected.

## ARTICLE II: DIRECTORS

**2.1 BOARD OF DIRECTORS** The Board of Directors shall be comprised of the President, Vice President, Secretary, and Treasurer of the Alabama Canine Coalition, Inc. all of whom shall be elected for one year term, and five Directors-at-large who shall be elected for two-year terms. The immediate past President shall also serve as one of the Directors for a one year term. A Director-at-large shall be elected for the second year of that the immediate past President's term. All directors must be members in good standing. Any members who are directors shall have the right to vote as a member of the Board. Elections shall take place at the annual meeting of the Alabama Canine, Inc. General management of the Alabama Canine Coalition, Inc. affairs shall be entrusted to the Board of Directors.

**2.2 ATTENDANCE** Any officer or director not attending at least half of all meetings of the Board of Directors may be terminated by 2/3 vote of the remaining member of the Board of Directors.

**2.3 VACANCIES** Any vacancies occurring on the Board of Directors during the year shall be filled for the unexpired term by a majority vote of the remaining members of the Board of Directors at its first regular or special meeting following the creation of such a vacancy.

**2.4 BOARD MEETINGS** There shall be a minimum of four meetings of the Board of Directors each fiscal year at such time and place as may be designated by the President. Written notice of such meeting shall be mailed or e-mailed with receipt acknowledgement by the Secretary at least 10 days prior to the date of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

**2.5 SPECIAL BOARD MEETINGS** Special meetings of the Board may be called by the President or by the Secretary upon receipt of a written request signed by at least 3 directors of the Board. Such special meetings may be conducted either by assembly of the Board or by mail or by e-mail or by other electronic means with receipt acknowledgement. Written notice of such meeting shall be mailed, faxed or e-mailed with receipt acknowledgement by the Secretary at least 10 days prior to the date of the meeting. Any such notice shall state the purpose of the meeting. The quorum for such a meeting shall be a majority of the Board of Directors.

**2.6 PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE** Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

**2.7 CONDUCT OF BUSINESS** At any meeting of the Board of Directors, business shall be transacted in such order and manner as the Board may from time to time determine, and all matters shall be determined by the vote of a majority of the directors present, except as otherwise provided herein or required by law. Action may be taken by the Board of Directors without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

**2.8 POWERS** The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the corporation, including, without limiting the generality of the foregoing, the unqualified power:

To manage the business and affairs of the Alabama Canine Coalition, Inc. To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine; to authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, and to do all things necessary in connection therewith; To remove any officer or member with or without cause, and from time to time; to adopt from time to time regulations, not inconsistent with these Bylaws, for the management of the business and affairs of the Alabama Canine Coalition, Inc.

**ARTICLE III: OFFICERS**

**3.1 OFFICERS** The Alabama Canine Coalition, Inc.'s officers shall consist of a President, Vice President, Secretary, and Treasurer, each of which shall serve in their respective capacities as described below.

**3.2 PRESIDENT** The President shall preside at all meetings of the Alabama Canine Coalition, Inc. and of the Board of Directors. The President has the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these Articles of Incorporation. The President shall, along with the Secretary, execute all contracts on behalf of the Alabama Canine Coalition, Inc.. The President or Vice President and the Treasurer shall co-sign all checks over \$300.00.

**3.3 VICE PRESIDENT** The Vice President shall have the duties and exercise the powers of the President in case of the President's death, absence or incapacity and shall carry out such other duties as are prescribed in these Articles of Incorporation.

**3.4 SECRETARY** The Secretary shall have correspondence, notify members of meetings, notify new members of their election to membership, notify Officers and Directors of their election to office, keep a roll of the members of the Alabama Canine Coalition, Inc. with the names and addresses of delegates and alternates. The Secretary shall keep a record of all meetings of the Alabama Canine Coalition, Inc. and of the Board of Directors and of all matters of which a record shall be ordered by the Alabama Canine Coalition, Inc. and shall carry out such other duties as are prescribed in these Articles of Incorporation.

**3.5 TREASURER** The Treasurer shall collect and receive all monies dues or belonging to the Coalition. The Treasurer shall deposit all monies in a Bank satisfactory to the Board of Directors in the name of the Coalition. The Treasury books shall at all times be open to inspection of the Board of Directors. The Treasurer shall report at every meeting the condition of the Coalition's finances and every item of receipt or payment not before reported. At the annual meeting, the Treasurer shall give a written account of all monies received and expended during the previous fiscal year. An audit committee comprised of three members, appointed by the President, shall examine the records of the Treasurer during the last months of each fiscal year and shall report its findings to the membership at the Annual meeting. The Treasurer shall co-sign all checks over \$300.00 with the President or Vice-President. The President may perform the duties of the Treasurer if the Treasurer is unable to do so.

**ARTICLE IV: COMMITTEES**

**4.1 APPOINTMENTS** The President or a majority of the Board of Directors may annually appoint standing committees to advance the work of the Alabama Canine Coalition, Inc. in such matters as education of the general public, monitoring of legislation and other areas. Such committees shall be subject to the final approval of the Board. Special committees may also be appointed by the President or a majority of the Board of Directors to assist with particular projects.

**4.2 CONDUCT OF BUSINESS** Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or required by law. Adequate provision shall be made for notice to members of all meetings; one-third (1/3) of the members shall constitute a quorum. All matters shall be determined by a majority vote of the members present. Action may be taken by any committee without a meeting if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such committee.

**4.3 TERMINATION** Any committee appointment may be terminated by a majority vote of the Board of Directors upon written notice to the appointee; and the Board of Directors may appoint successors to those persons whose services have been terminated.

**ARTICLE V: FISCAL YEAR**

**5.1 FISCAL YEAR** The Alabama Canine Coalition, Inc.'s fiscal year shall begin on the 1st day of January and end on the 31st day of December of each year.

**ARTICLE VI: DISSOLUTION**

The Alabama Canine Coalition, Inc. may be dissolved at any time by the vote of 3/4's of the members and Board of Directors. In the event of dissolution of the Alabama Canine Coalition, Inc. whether voluntary or involuntary or by operation of law, none of the property of the Coalition, nor any proceeds thereof, nor any assets of the Alabama Canine Coalition, Inc. shall be automatically distributed to any members of the Alabama Canine Coalition, Inc. but after payment of all debts of the Alabama Canine Coalition, Inc.

**ARTICLE VII: AMENDMENTS**

These Bylaws may be amended or repealed by the Board of Directors at any meeting or by the members at any meeting.